Rules of Procedure of the Board of Directors

23 June 2026

The Board of Directors of VINCI (hereinafter the "Board") has decided to refer to the Afep-Medef code, notably for the preparation of the report provided for in Article L.225-37 of the French Commercial Code.[1]

It has adopted the revised terms of these Rules of Procedure, the purpose of which is to define the rules and operating procedures of the Board and its Committees applicable from 23 June 2026.

1 - THE BOARD OF DIRECTORS

The Board is a collegial body mandated by all of the Company's shareholders to act in all circumstances in the interests of the Company.

1.1 Duties of the Board

The Board exercises the powers conferred on it by law and those specified by these Rules of Procedure.

Subject to the powers expressly assigned by law to general meetings of shareholders and within the limits of the Company's corporate purpose, it deals with any questions concerning the proper functioning of the Company and regulates through its deliberations the matters related thereto.

1.1.1 General duties

The Board determines the Company's long-term priorities and ensures that they are implemented. It examines them, either on a case-by-case basis in the context of operations related to a business line or a division, or as a whole during a periodic strategic seminar.

It chooses the Company's system of governance (combination or separation of the roles of Chairman of the Board and Chief Executive Officer). It appoints the Company's executive[2] and non-executive[3] officers, as well as, where applicable, a Vice-Chairman and a Lead Director. It monitors the performance of their duties.

The Board deliberates on the remuneration and benefits of any executive or non-executive officer and sets the terms and conditions according to which the remuneration of Directors is determined within the maximum amount approved at the Shareholders' General Meeting.

It takes into consideration the social and environmental issues relating to the Group's business activities and ensures in particular that a system for preventing and detecting corruption has been put in place and is functioning well.

The Board ensures the quality of the information provided to shareholders and to the markets in the context of the publication of the parent company and consolidated financial statements, the reports it issues and the documents which it is called upon to approve.

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[1] Decision of 13 November 2008.

[2] Chairman and Chief Executive Officer, Chief Executive Officer and, where applicable, Deputy Chief Executive Officer.

[3] Chairman of the Board after the separation of roles, if applicable.

As part of its duties, the Board benefits from the opinions of the Strategy and CSR Committee, the Audit Committee, the Appointments and Corporate Governance Committee and the Remuneration Committee, the functioning of which is set out in Articles 5.2, 5.3, 5.4 and 5.5 respectively.

The Board carries out such checks and verifications as it deems appropriate. In this context, it may be provided with the documents it considers useful for the fulfilment of its duties.

1.1.2 Operational duties

Prior to their implementation, the Board approves strategic investment projects and all transactions, in particular acquisitions or disposals, that could have a material impact on the Group's scope of consolidation, business activities, risk profile, earnings and balance sheet structure, as well as VINCI's credit ratings and/or share value.

This pre-approval procedure concerns:

(i) investment or divestment transactions involving shareholdings or assets representing an exposure for the Group of an amount greater than €300 million in capital, debt or guarantees and not already approved by the Board;

(ii) transactions that may be referred to it at the request of the Strategy and CSR Committee;

(iii) transactions outside the Group's announced strategy.

In urgent cases, where it is not possible to convene the Board to deliberate on a transaction subject to prior approval under Article 1.1.2, the Chairman of the Board shall make every effort to obtain the views of all Directors before taking a decision, and shall keep the Directors informed.

The Chairman of the Board assesses on a case-by-case basis the advisability of referring any transaction not falling under the aforementioned categories to the Board so that it may deliberate on the matter.

1.2 Composition of the Board

The Board is composed of at least three (3) Directors and no more than the maximum number of members authorised by legal and regulatory provisions.

The Directors are appointed at the Shareholders' General Meeting on the basis of a proposal made by the Board, with the exception of the Directors representing employees whose appointment procedures are provided for by the Articles of Association.

The Board shall ensure, in the selection process for its members, that its composition is balanced, particularly with respect to the representation of women and men, nationalities, experiences and skills, which are to be suited to the needs of the Company. It ensures that its duties are carried out with the necessary independence and objectivity.

Each year, the Board draws up the list of Directors whom it considers to be independent in accordance with Article 4.6.1.

In the event of a vacancy due to the death or resignation of a Director, the Board may make a provisional appointment between two Shareholders' General Meetings. This appointment is subject to ratification at the following Ordinary Shareholders' General Meeting. Any Director who is appointed by the Board to replace another one will serve for the remainder of their predecessor's term of office, unless otherwise decided at the Shareholders' General Meeting.

The term of office of Directors is set at four (4) years, subject to provisions regarding the age limit.

A Director whose term of office is due to end in the current year ceases to hold office at the close of the Ordinary Shareholders' General Meeting called during that year to approve the financial statements for the previous financial year. The Directors are eligible for re-election subject to the same reservations.

In accordance with the Company's Articles of Association, no one may be appointed or reappointed as a Director after reaching the age of seventy-five (75) and no more than one third of the Directors in office may have passed the age of seventy (70) at the close of the financial year for which shareholders are asked to approve the financial statements.

2 - GOVERNANCE

2.1 Chairman of the Board, Chief Executive Officer, Vice-Chairman and Lead Director

After having chosen the Company's system of governance in accordance with Article 1.1.1, the Board elects a Chairman and a Chief Executive Officer, and may decide to combine these two roles, as well as possibly a Vice-Chairman.

The Board may also appoint a Lead Director chosen from among the Directors meeting the criteria to be considered independent, and this is mandatory when the roles of Chairman of the Board and Chief Executive Officer are combined.

The Chairman of the Board, the Chief Executive Officer, the Vice-Chairman and the Lead Director must be natural persons. All are chosen from among the Directors with the exception of the Chief Executive Officer, who is not necessarily a Director.

The Board may appoint one or more Deputy Chief Executive Officers as proposed by the Chief Executive Officer.

2.2 Chairman of the Board

2.2.1 General duties

The role of the Chairman of the Board is, in accordance with the law, to organise and direct the work of the Board.

He or she oversees the smooth operation of the Company's governance bodies. The Chairman of the Board ensures that the Directors are able to fulfil their duties and sees to it that they are properly informed. He or she provides the Board, its Committees and the Lead Director with the information they need in order to carry out their duties.

The Chairman speaks alone on behalf of the Board, except in exceptional circumstances or in the event of a special mandate given to another Director.

He or she reports to the shareholders on the conditions for the preparation and organisation of the Board's work at the Shareholders' General Meeting, which he or she chairs. The Chairman oversees the proper application of governance rules.

2.2.2 Specific duties

When the roles of Chairman of the Board and Chief Executive Officer are separated, the Chairman of the Board shall carry out the following duties:

- He or she may participate in meetings relating to voting policy and governance with dedicated shareholder or investor teams and proxy advisers. This duty is carried out in coordination with the Lead Director when one has been appointed.

- He or she may, at the request of the Chief Executive Officer, represent the Group vis-à-vis investors, customers and public authorities, both in France and abroad.

- When no Lead Director has been appointed, the Chairman of the Board shall carry out the duties of the Lead Director referred to in Article 2.5.

In order to be able to carry out his or her duties, the Chairman of the Board is kept regularly informed by the Chief Executive Officer of significant events and situations relating to the life of the Group, in particular with regard to strategy, significant investment and divestment projects, organisation, financial reporting and major financial transactions, capital movements and contacts with current or potential major shareholders.

He or she may consult with the managers responsible for internal audit, ethics and compliance, as well as the Statutory Auditors.

2.3 Chief Executive Officer

The Chief Executive Officer is vested, in accordance with the law, with the most extensive powers to act in all circumstances on behalf of the Company. He or she implements the decisions taken by the Board, has authority over the entire Group and directs its operational activities.

The Chief Executive Officer exercises these powers within the limits of the Company's corporate purpose and subject to the powers expressly assigned by law to general meetings of shareholders and to the Board. He or she represents the Company in its relations with third parties.

2.4 Specific provisions applicable to executive officers

In accordance with the provisions of the Afep-Medef code:

1) The Company's executive officers must hold and keep in registered form a number of VINCI shares equal in value to at least the highest of the following:

- the gross annual fixed remuneration payable to the executive officer concerned, on the basis of the share price at 31 December of the year preceding the individual's appointment;

- the value of 30% of the shares in the Company having vested under long-term incentive plans for which executive officers were eligible in the two last financial years preceding their appointment, where applicable.

Executive officers not in possession of this minimum number of shares upon their appointment will be required to hold 30% of the vested shares in awards granted to them under long-term incentive plans following their appointment until such time as this minimum holding requirement is met.

2) The Company's executive officers must not engage in any hedging transactions in respect of their own risks with regard to the shares in awards granted to them under the long-term incentive plans for which they are eligible, until the end of the holding period for the shares as set by the Board, where applicable.

2.5 Vice-Chairman

The Vice-Chairman, when one is appointed, has the following duties:

- He or she chairs Board meetings in the event that the Chairman of the Board is unable to attend.
- He or she chairs the Shareholders' General Meeting in the absence of the Chairman of the Board.

2.6 The Lead Director

The Lead Director has the following duties:

- He or she serves as a key point of contact for Directors who wish to discuss governance matters.

- He or she may be contacted by shareholders with regard to governance matters and maintains a dedicated email address for this purpose.

- He or she is also informed of any questions and comments from shareholders regarding governance and ensures that the concerns they raise are addressed.

- When requested by the Chairman, the Lead Director makes himself or herself available to communicate with institutional shareholders and proxy advisers and reports to the Board on these contacts.

- He or she may be contacted about any conflict of interest involving a Board member or decide on his or her own to investigate a conflict of interest, if necessary. He or she assists with the management of such conflicts of interest in accordance with Article 4.6.2.

For the purposes of carrying out his or her duties, the Lead Director has the following powers:

- He or she may request that any item be included on the agenda of a Board meeting.

- He or she may request at any time that a Board meeting be called by the Chairman of the Board to deliberate on a specific agenda, the latter being required to carry out this request.

- When the Chairman of the Board has not appointed a Vice-Chairman, the Lead Director chairs Board meetings in the event that the Chairman is unable to attend.

- He or she organises a meeting of the Directors without any executive officer being present once each year. The Chairman of the Board attends this meeting when requested to do so by the Lead Director. This meeting is not considered a regular Board meeting, but a report on it is given at a formal Board meeting. The main purpose of this meeting is to enable the Directors to express their views on governance matters as well as on the assessment of the performance of the Executive Management, upon the recommendation of the relevant committees.

To carry out his or her duties, the Lead Director may at any time request the assistance of the Secretary to the Board.

He or she reports to the shareholders on the performance of his or her duties at the Shareholders' General Meeting.

2.7 Term of office

The Board shall determine the term of office of the Chairman of the Board, the Chief Executive Officer, the Vice-Chairman and the Lead Director, but this term may not exceed the duration of their term of office as Director.

The Chairman of the Board, the Chief Executive Officer, the Vice-Chairman and the Lead Director are eligible for re-election.

In accordance with the Articles of Association:

- the Chairman of the Board ceases to hold office at the close of the Ordinary Shareholders' General Meeting called to approve the financial statements for the financial year during which he or she reached the age of seventy-five (75);

- the Chief Executive Officer and the Deputy Chief Executive Officer(s) cease to hold office at the close of the first annual Ordinary Shareholders' General Meeting held following the date on which the individual in question reached the age of seventy (70) in completed years.

2.8 Secretary to the Board

The Board appoints a Secretary, who may be chosen from outside the members of the Board, and sets the duration of his or her term of office. The Secretary is authorised to certify copies or extracts from the minutes of the proceedings of the Board.

3 - FUNCTIONING OF THE BOARD

3.1 Board meetings

The Chairman of the Board sets the agenda, convenes and presides over the meetings of the Board, and directs the discussions. Invitations are made by letter, e-mail, fax or even verbally. The Secretary to the Board is authorised to transmit them.

A provisional schedule of meetings of the Board and its Committees shall be established, without prejudice to the holding of exceptional meetings as necessary.

The Board may also meet at any time to deliberate on a specific agenda at the request of the Chief Executive Officer,[4] the Lead Director or, if the Board has not met for more than two months, at the request of one third of the Directors.

The Chairman of the Board is bound by these requests.

If the Chairman of the Board, the Vice-Chairman and the Lead Director are all either absent or unable to attend a given meeting, the Board shall appoint one of its members in attendance to chair that meeting.

At the request of a quarter of the members of the Board, the agenda may be amended or an item may be automatically added.

The Board meets at least six (6) times a year, in particular to review and approve the periodic financial statements, to examine the budgets and to deliberate on any matter within its competence.

3.2 Board deliberations

The Board may make valid decisions only if at least half of the Directors are present or deemed to be present. Any Director may choose to be represented by another Director in accordance with legal and regulatory provisions and the Articles of Association. Each Director may only hold one proxy, which is valid for a single meeting and may be given by means of a standard letter or an email.

By decision of the Chairman of the Board, meetings of the Board may be held, for all or some of the Directors, in the form of an audio conference or a videoconference, with the understanding that physical presence must be preferred as far as possible. Under the conditions provided for by the law and regulations in force, Directors who participate in the Board meeting via videoconferencing or any other telecommunication method allowing their identification and ensuring their effective participation are deemed to be present for the calculation of the quorum and the majority. The minutes will include mention of any technical issues related to videoconferencing or audio conferencing that would have affected the Board's decisions.

[4] Article L.225-36-1 of the French Commercial Code.

In accordance with the Articles of Association, at the discretion of its Chairman, decisions of the Board of Directors may also be made by written consultation of the Directors, under the conditions provided for by the law and regulations in force. The Board's members will in that case be invited to vote by any written method, including electronically, on matters put to them. Any Board member may object to the use of written consultation. Written consultations are to be organised within a reasonable timeframe. In order to be valid, they must be sent to all of the Directors. Regarding the decision resulting from the written consultation, only the responses of the Directors, who must represent more than half of the number of Directors making up the Board, will be considered, and only positive and negative responses, excluding abstentions, will be taken into consideration. Decisions taken by written consultation will give rise to the preparation of a consultation report which will be communicated by the Board at its next meeting and which will be included in the Board's minute book or in the minutes of the next meeting.

A register of attendance is kept at the registered office signed by the Directors physically participating in the meeting, in their own name or as representatives of other Directors. This register also lists the names of the Directors having participated in the meeting remotely via videoconferencing and thereby deemed to be present.

Decisions are taken by the majority of the Directors physically present, deemed present (by having attended remotely via videoconferencing or any other telecommunication method) or represented. In the event of a tied vote, the Chairman of the Board shall have the casting vote.

When the Board deliberates on a subject that directly or indirectly concerns a Director, the Director concerned is invited to leave the Board meeting for the duration of the related discussions and, if applicable, the vote.

The duration of the Board's meetings must allow for an in-depth examination and discussion of the issues within its competence.

After each meeting, minutes are drawn up for approval by the Board.

3.3 Information provided to the Board and each Director

The Directors are entitled to receive all the information necessary for the performance of their duties and they may be provided with any documents they deem useful prior to any meeting.

They are informed of the Company's financial situation, cash position and commitments, as well as market developments, the competitive environment and the main issues, particularly in the area of social and environmental responsibility.

It is the responsibility of the Chairman of the Board, assisted by the Secretary to the Board, to provide the Directors with the appropriate information according to the circumstances and according to the items on the agenda. The meetings of the Board shall be preceded by the timely availability of a dossier on the agenda items that require special analysis and prior reflection.

Files relating to meetings of the Board and its Committees are made available to the Directors in electronic form through a dedicated platform.

The Directors receive press releases relating to acquisition or disposal transactions prior to their transmission to the press, except in justified cases. They are also recipients of all other press releases.

Requests for information on specific topics are addressed to the Chairman of the Board and the Secretary to the Board, the latter being responsible for responding as soon as possible. The Lead Director is kept informed of such requests when the request relates to a strategic or CSR subject. When such a request cannot be met, it is up to the Board to assess the usefulness of the requested documents, based on a report from the Lead Director.

To provide more information and to fulfil their duties, the Directors may meet, if necessary, with the Company's main executives, including in the absence of any executive officers, provided that the Chief Executive Officer has been informed in advance.

3.4 Board assessment

Each year, the Board devotes an agenda item to a debate on its functioning in order to improve its effectiveness.

In addition, a formal assessment of the Board is carried out once every three years. This process is conducted under the supervision of the Chairman of the Board, the Lead Director or a Director, with the assistance of an outside consultant, if deemed necessary.

The purpose of this assessment is to verify compliance with the Board's operating principles detailed in these Rules of Procedure, to meet the objectives of the assessment provided for in the Afep-Medef code and to identify proposals to improve the functioning of the Board and its effectiveness.

The results of this assessment and any follow-up given to it shall be presented in the report of the Board of Directors.

4 - RULES APPLICABLE TO DIRECTORS

4.1 General obligations

Each Director, at the time of his or her appointment, must read and understand the Company's Articles of Association and Rules of Procedure in force while also gaining knowledge of the regulations applicable to service as a Director in a company whose securities are admitted to trading on a regulated market. If they feel it may be useful, any of the Directors may receive additional training on the particularities of the Group, its businesses and the industry sectors in which it operates.

The Directors representing employees and the Directors representing employee shareholders benefit from training adapted to the performance of their duties.

The Directors must act in all circumstances in the interests of the Company. They must devote the necessary time and attention to their duties.

They undertake to attend all meetings of the Board according to a predetermined schedule communicated to them and, as far as possible, to make themselves available for those of an exceptional nature. They also undertake to attend all meetings of the Committees of which they are members. Where a Director has been absent from more than one third of the Board meetings held in a year, the Board undertakes to make his or her office available to the Board.

Each Director must carry out his or her duties in compliance with the legal provisions on the holding of multiple directorships. In the event that a Director intends to accept an appointment as a company officer or member of a company management or supervisory body of a third party in addition to those he or she already holds (with the exception of offices held in unlisted controlled companies), he or she shall bring this fact to the attention of the Chair of the Appointments and Corporate Governance Committee, with whom he or she shall examine whether this new position leaves him or her sufficient time available to VINCI.

It should also be noted that the Directors must comply with the rules relating to the holding of multiple directorships as provided for by law and by the Afep-Medef code.

They undertake not to hold an office in any company that competes with VINCI. They shall keep the Board informed of the offices held in other companies, including their memberships in the Board committees of these French or foreign companies.

The Directors attend VINCI's Shareholders' General Meetings.

4.2 Duty of secrecy and obligation of confidentiality

Each Director must personally protect the confidentiality of the non-public information communicated to him or her about the Company in the course of his or her duties as well as the individual login credentials giving access to the internet platform set up for Board members. In the event of the loss or accidental disclosure of these login credentials, the Director concerned must promptly notify the Secretary to the Board in order to take steps to ensure the confidentiality of the information contained on the platform.

Members of the Board are bound by an absolute obligation of confidentiality with regard to the content of the Board's deliberations. The Board may express itself collectively outside the Company, in the form of press releases intended to inform the markets.

Apart from that, the Directors expressly undertake not to communicate their views on the Company and its Group individually except at the invitation of the Chairman of the Board or with his or her agreement, in particular at meetings of investors, shareholders, bondholders or other stakeholders.

Failure to comply with these rules will result in compulsory resignation.

4.3 Duty to express oneself

Each Director undertakes to clearly express his or her possible opposition to any draft decision that he or she considers to be contrary to the interests of the Company.

4.4 Obligation to hold shares in the Company

Each Director must hold the minimum number of shares required by the Articles of Association[5] for the duration of his or her term of office, with the understanding that this obligation does not apply to the Directors representing employees, nor to the Directors representing employee shareholders, the latter category being required to hold units in a company mutual fund invested in VINCI shares under a Group savings plan.

All shares owned by a Director must be held as direct registered shares or administered registered shares.

4.5 Transactions in the Company's shares

4.5.1 Obligation to refrain from certain acts

[5] This number is 1,000 shares.

In accordance with the regulations in force on market abuse, the Directors must refrain from using any inside information in their possession when acquiring or selling or attempting to acquire or sell, for their own account or for the account of others, either directly or indirectly, the financial instruments to which such information relates or the financial instruments to which these instruments are linked.

Each Director shall also refrain from:

1) communicating this information to another person outside the normal course of his or her work, profession or duties or for purposes other than those for which it was communicated to him or her;

2) recommending that another person acquire or dispose of, or cause another person to acquire or dispose of, based on inside information, the financial instruments to which such information relates or the financial instruments to which such instruments are related.

The detailed rules relating to market abuse as well as the provisional schedule for abstention periods to be observed are communicated by the Company to the Directors.

4.5.2 Disclosure of transactions in the Company's shares

Each Director must declare to the Autorité des Marchés Financiers ("AMF"), with a copy sent to the Company, all transactions that he or she carries out, directly or through a closely related person, in the Company's securities or related instruments, including the exercise of share subscription or share purchase options.[6]

It should be noted that the declaration must be made in accordance with the applicable regulations within three (3) working days of the completion of the transaction. To this end, the Director must:

- file his or her declaration on the AMF's secure extranet, called ONDE, at the following address: https://onde.amf-france.org;

- transmit his or her declaration to VINCI's Secretary to the Board.

4.6 Independence of Directors and conflicts of interest

4.6.1 Independence

The Directors undertake in all circumstances to maintain their independence of analysis, judgement, decision and action and to reject any pressure, direct or indirect, that may be exerted on them and that may come from other members of the Board, specific groups of shareholders, creditors, suppliers and in general from all third parties.

They undertake not to seek or accept from the Company or any of its related companies, whether the relationship is direct or indirect, advantages that could be considered as being likely to compromise their independence.

[6] The obligation to submit a declaration to the AMF applies when the amount of the transactions (acquisitions and/or disposals) exceeds €50,000 per year. In the event of transactions below this amount, the Directors must nevertheless inform the Company, which must report on them in its annual report.

Each year, the Board, following proposals from the Appointments and Corporate Governance Committee, examines the situation of each Director with respect to his or her independence.

To enable this analysis, each Director must provide the Company with the information at his or her disposal to enable the Appointments and Corporate Governance Committee to assess the nature of the business relationship that exists directly or indirectly between this Director and the Group.

When the vote on the appointment of any new Director is put to the Shareholders' General Meeting, shareholders are informed of this individual's situation with respect to the independence criteria mentioned in the Afep-Medef code.

4.6.2 Conflicts of interest

The Directors have a duty to inform the Board of any conflict of interest, including a future or potential situation, in which they find or may find themselves.

They must immediately refer any situation likely to give rise or be perceived as giving rise to a conflict of interest in their regard to the Chairman of the Board or the Lead Director as soon as they become aware of it in order to define and implement the measures that will prevent such a conflict.

Such measures may consist of refraining from attending part or all of any Board or Board committee meeting during which a subject that is sensitive from this point of view is to be discussed.

When the Board deliberates on a matter that directly or indirectly concerns a Director who is thus in a conflict of interest, the Director concerned is invited to leave the Board meeting for the duration of the debates and, if applicable, the vote.

The Lead Director may intervene at any time in response to any real or potential conflicts of interest that may come to his or her attention and proceed with investigations in order to further identify, avoid or manage them.

5 - BOARD COMMITTEES

5.1 General rules

5.1.1 The Committees

The standing committees of the Board are as follows:

- Strategy and CSR Committee
- Audit Committee
- Appointments and Corporate Governance Committee
- Remuneration Committee

The Board may decide to set up any other permanent or temporary specialised committees.

5.1.2 Standing rules applicable to all Committees

The Board determines the composition and remuneration of the members of the Committees.

The Board appoints the Chair of each Committee.

Each Committee is responsible for studying, analysing and preparing certain deliberations of the Board within its competence and for studying the subjects and/or projects that the Board and/or its Chairman refer to it for consideration. The Committees do not have decision-making power. In its area of competence, each Committee issues proposals, recommendations and opinions as appropriate. It has advisory power and acts under the authority of the Board from which it is an emanation and to which it is accountable.

Each Committee has the right to establish its own internal rules in addition to these Rules of Procedure. The Secretary to the Board shall be informed if such internal rules are adopted by a Committee.

Committees meet when convened by their Chair and define the frequency of their meetings. These are held at the Company's registered office or at any other place decided by the Committee's Chair. The latter sets the agenda of the meetings, which he or she sends to the Chairman of the Board and the Lead Director for information, and directs the Committee's discussions.

To deliberate validly, at least two (2) members of the Committee must participate in the meeting physically or via audio conferencing or videoconferencing. Committee members may not be represented.

A written record of each meeting is drawn up. These minutes are communicated to the members of the Committee concerned and to the other Directors.

The Chair of the Committee or one of its members shall report on the work of the Committee to the next meeting of the Board.

Each Committee may, after informing the Chairman of the Board and the Chief Executive Officer, invite any Group executive to its meetings, as necessary, and consult with any expert or other knowledgeable person.

The members of the Committees as well as any external person who may attend a meeting are bound by an obligation of confidentiality vis-à-vis any third party to the Board, with regard to all information communicated to the Committee in which they participate.

Each Committee may request external technical studies on subjects within its competence at the expense of the Company after having informed the Chairman of the Board.

5.2 Strategy and CSR Committee

5.2.1 Composition

The Strategy and CSR Committee is composed of a minimum of three (3) permanent Directors appointed by the Board.

All the Directors receive the files sent to the members of the Strategy and CSR Committee for the purposes of its meetings and may, if they deem it useful, participate in any meeting of this Committee with voting rights.

The Chairman of the Board, the Chief Executive Officer and the Chief Financial Officer of VINCI attend Strategy and CSR Committee meetings. The secretariat is provided by the Secretary to the Board or any other person designated by the Committee.

5.2.2 Duties

The Strategy and CSR Committee assists the Board in developing the Group's strategy and examines strategic investment projects and all transactions, including acquisitions or disposals, that could have a material impact on the Group's scope of consolidation, business activities, risk profile, earnings and balance sheet structure, as well as VINCI's share value. It also monitors environmental and social issues.

The role of the Strategy and CSR Committee is in particular to:

- formulate an opinion for the benefit of the Chief Executive Officer on projects for the acquisition or sale of shareholdings with a value exceeding €100 million and on those outside the Group's announced strategy. In this context, it may decide – in order not to multiply meetings – that projects falling under the same investment strategy will be the subject of a special examination, the terms of which it will define;

- prepare the Board's discussions on the Group's strategy, as referred to in Article 1.1.2;

- ensure that matters relating to social and environmental responsibility are taken into account in the Group's strategy and its implementation;

- ensure that whistleblowing systems have been put in place within the Group and are functioning well;

- review the sustainability information collected and make any useful recommendations to the Audit Committee and the Board as appropriate;

- examine the VINCI Group's commitments in terms of social and environmental responsibility, with respect to the issues faced in its business activities and in achieving its objectives;

- examine the report provided for in Article L.225-102-1 of the French Commercial Code and the sustainability report provided for in Article L.232-6-4 of the French Commercial Code.

The Chief Executive Officer ensures that a review of certain significant acquisitions on which the Committee has issued an opinion is organised as necessary.

5.2.3 Operating procedures

The Strategy and CSR Committee meets whenever it is useful at the invitation of its Chair, in particular in the event of a project or event that is important for the Company or the Group.

In order to carry out its duties, the Committee may consult with the executives and senior managers concerned by the subject under consideration.

The Chair of the Committee or a member of the Committee designated for this purpose shall report to the Board on the Committee's work, conclusions and proposals. The Committee provides support for the Board's decision-making processes through its opinions and makes any observations and recommendations relevant to the Board's discussions.

5.3 Audit Committee

5.3.1 Composition

The Audit Committee is composed of at least three (3) Directors appointed by the Board with financial or accounting expertise, excluding those exercising management functions within the Group, as the case may be.

The Chief Financial Officer attends the meetings of the Audit Committee and acts as secretary.

5.3.2 Duties

The Audit Committee shall exercise the powers set out by law. Under the responsibility of the Board, it follows up on issues relating to the preparation and control of accounting and financial information. The Audit Committee's duties are as follows:

(a) It monitors the process of preparing financial information. It examines the draft versions of the Group's annual and interim parent company and consolidated financial statements before they are presented to the Board. It verifies the quality of the information given to shareholders in this regard.

(b) It monitors the process of compiling sustainability information. It reviews the draft version of the sustainability report before it is presented to the Board. It verifies the quality of the information given to shareholders in this regard.

(c) It ensures that the accounting policies and methods are appropriate and consistently applied, making every effort to prevent any deviation from these rules. It reviews the scope of consolidation and, where applicable, the reasons why certain companies would not be included. It looks at significant transactions in the course of which a conflict of interest might have arisen. It makes recommendations to ensure the integrity of such transactions.

(d) It monitors the effectiveness of internal control and risk management systems, in particular by:

- verifying the existence of these systems, their proper deployment and the successful implementation of corrective measures in the event of any material weakness or significant deficiency. To this end:
    - o it consults with those responsible for internal audit and gives an opinion on the organisation of their work;
    - o it must be informed of the internal audit programme and internal audit reports or receive a summary of these reports;
- regularly reviewing the Group's financial position and major risk factors, examining material off-balance sheet risks and commitments and evaluating the importance of any failures or weaknesses of which it is made aware, bringing them to the attention of the Board where applicable;

(e) it issues a recommendation on the Statutory Auditors and the sustainability auditors proposed for appointment at the Shareholders' General Meeting or at the time of their renewal, as well as on their remuneration;

(f) it monitors the performance by the Statutory Auditors of their duties to certify accounting and financial information and by the sustainability auditors of their duty to provide assurance on sustainability information, examining the work programmes of the Statutory Auditors and sustainability auditors with them, their audit or assurance conclusions and recommendations, as well as the follow-up actions taken;

(g) it verifies compliance by the Statutory Auditors with their legal obligation to be independent;

(h) it approves the provision of the services mentioned in Article L.821-30 of the French Commercial Code;

(i) it examines the Group's policy in respect of insurance;

(j) it keeps abreast of the implementation of procedures in the areas of ethics, compliance and competition law, and ensures that there is a system for monitoring the same;

(k) it issues an opinion on the execution of any agreement entered into, as the case may be, between the Company and any of its executive or non-executive officers.

5.3.3 Operating procedures

The Audit Committee meets at least two (2) times a year before the meetings of the Board of Directors for which the approval of the annual parent company and consolidated financial statements is an agenda item and whenever it deems it useful, in particular in the event of an important event for the Company or the Group.

In order to carry out its duties, the Audit Committee may consult with the Statutory Auditors, the sustainability auditors, and the executive and senior managers responsible for the preparation of financial information and internal audit, without any company officers being present.

The Chair of the Audit Committee or, in his or her absence, a member of the Committee designated for this purpose shall report regularly to the Board on the Committee's work, conclusions and proposals and shall inform it without delay of any difficulties encountered. The Committee provides support for the Board's decision-making processes through its opinions and makes any observations and recommendations relevant to the Board's discussions.

At the time of their appointment, the members of the Committee shall be provided with information on the accounting, financial or operational particularities of the Group, if they deem it necessary.

5.4 Appointments and Corporate Governance Committee

5.4.1 Composition

The Appointments and Corporate Governance Committee is composed of a minimum of three (3) Directors appointed by the Board. It is chaired by the Lead Director.

The Chairman of the Board is invited to the Committee's meetings.

The Chief Executive Officer shall be invited to the meetings of the Appointments and Corporate Governance Committee when the latter deals with points (c) and (d) of Article 5.4.2 below.

The secretariat is provided by one of the members of the Committee or by the Secretary to the Board as the case may be.

5.4.2 Duties

The Appointments and Corporate Governance Committee has the following responsibilities:

With respect to appointments, the Committee:

(a) examines any prospective candidates for the position of Director and expresses an opinion and/or recommendation to the Board on them;

(b) prepares, in a timely manner, recommendations and opinions on the appointment of, or succession plans for, executive officers;

(c) examines, in an advisory capacity, the proposals of the Chief Executive Officer relating to the appointment and dismissal of the Group's main managers (directors of business lines, divisions or businesses, functional directors);

(d) is informed of the policy developed by the Chief Executive Officer on the management of the Group's senior executives and, as such, examines the procedures concerning succession plans;

(e) expresses an opinion on the composition of the Committees and issues proposals on the appointment or renewal of the Chair of the Audit Committee.

With respect to corporate governance, the Committee:

(f) verifies adherence to the rules of corporate governance and ensures that the recommendations of the Afep-Medef code are being followed, while also making sure that any departures from this code are justified, particularly in the report on corporate governance included in the Universal Registration Document;

(g) supervises the process for the assessment of the Board's performance and effectiveness;

(h) prepares the Board's discussions on the assessment of the Company's Executive Management in consultation with the Strategy and CSR Committee and the Remuneration Committee according to their respective areas of competence;

(i) reviews the independence of the members of the Board on an annual basis.

5.4.3 Operating procedures

The Appointments and Corporate Governance Committee meets at least two (2) times a year, including once before the Board meeting which convenes the annual Shareholders' General Meeting and sets the agenda for this meeting. It examines draft resolutions relating to the appointment of Directors. It meets whenever it is useful at the invitation of its Chair.

The Chair of the Appointments and Governance Committee or a member of the Committee designated for this purpose reports to the Board on the Committee's work, conclusions and proposals. The Committee provides support for the Board's decision-making processes through its opinions and makes any observations and recommendations relevant to the Board's discussions.

5.5 Remuneration Committee

5.5.1 Composition

The Compensation Committee is composed of a minimum of three (3) Directors appointed by the Board.

The Chairman of the Board shall be invited to the meetings of the Committee on matters other than those relating to his own remuneration.

The secretariat is provided by one of the members of the Committee or by the Secretary to the Board as the case may be.

5.5.2 Duties

The Remuneration Committee proposes to the Board the terms and conditions for the remuneration of company officers. The role of the Committee is to:

(a) make recommendations to the Board concerning remuneration, pension and insurance plans, benefits in kind and miscellaneous pecuniary rights, including any performance share awards and share subscription or share purchase options granted to executive and non-executive officers;

(b) submit a draft of resolutions to the Board relating to the remuneration of executive and non-executive officers and intended to be put to a non-binding vote at the annual Ordinary Shareholders' General Meeting;

(c) propose to the Board the determination of an overall amount for the granting of performance share awards and/or share subscription and/or share purchase options as well as the general and specific terms and conditions applying to these grants;

(d) express an opinion on the Executive Management's proposals regarding the number of beneficiaries;

(e) propose to the Board a maximum aggregate amount of remuneration payable to the Directors in respect of their service on the Board as well as the manner of its allocation.

5.5.3 Operating procedures

The Remuneration Committee meets at least once a year, before the Board meeting that convenes the annual Shareholders' General Meeting and sets the agenda for this meeting. It considers draft resolutions relating to matters within its competence. It meets as necessary at the invitation of its Chair, either on his or her own initiative or at the request of the Chairman of the Board.

The Chair of the Remuneration Committee or a member of the Committee designated for this purpose reports to the Board on the Committee's work, conclusions and proposals. The Committee provides support for the Board's decision-making processes through its opinions and makes any observations and recommendations relevant to the Board's discussions.

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